

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 22897-A FILED

SEP 25 '01 12-59 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

September 24, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of September 24, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease as to Equipment Schedule No. 001 which was previously filed with the Board under Recordation Number 22897.

The names and addresses of the parties to the enclosed document are:

Assignor: ICX Corporation
2 Summit Park Drive, Suite 300
Cleveland, Ohio 44131

Assignee: PNC Leasing, LLC
Two PNC Plaza, 13th Floor
Pittsburgh, Pennsylvania 15222

A description of the railroad equipment covered by the enclosed document is:

One hundred and thirty (130) coal cars: OGSX 2001 – OGSX 2130 inclusive.

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Mr. Vernon A. Williams
September 24, 2001
Page 2

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE

RECORDATION NO. 22897-A FILE

SEP 25 '01 12-59 PM

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment Of Lease (this "Memorandum") is made as of this _____ day of September, 2001, by ICX Corporation, an Ohio corporation (the "Assignor"), and PNC Leasing, LLC, a Delaware limited liability Company (the "Assignee").

- A. The Assignor and the Assignee are parties to that certain Specification of Assigned Equipment Schedule dated as of September 24, 2001 (the "Specification") to a Master Assignment Agreement dated as September 24, 2001, pursuant to which and under the terms and conditions set forth therein, the Assignor assigned to the Assignee, and the Assignee purchased from the Assignor, all of the Assignor's right, title, and interest in and to Equipment Schedule No. 001, issued pursuant to the Master Rail Lease Agreement dated as of April 10, 2000 (collectively, the "Lease") between Assignor, as lessor, and IES Utilities Inc., as lessee ("Lessee").
- B. Pursuant to the Lease, Assignor has leased to Lessee 4,480 cu.ft. Aluminum Bethgon Coalporter Coal Cars built by Johnstown America Corporation, (130 in number, bearing Identification Numbers OGSX 2001 through 2130).
- C. A Memorandum of Lease as to Equipment Schedule No. 001 was recorded with the Surface Transportation Board on April 18, 2000, under Recordation No. 22897.
- D. This Memorandum may be executed in one or more counterparts each of which shall be deemed an original but all of which together shall constitute one and the same Memorandum.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

ICX CORPORATION

PNC LEASING, LLC

By: 

By: _____

Name: JAMES T. LOVINS
SENIOR VICE PRESIDENT

Name: _____

Title: AND TREASURER

Title: _____

MEMORANDUM OF ASSIGNMENT OF LEASE

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- A. The Assignor and the Assignee are parties to that certain Specification of Assigned Equipment Schedule dated as of September 24, 2001 (the "Specification") to a Master Assignment Agreement dated as September 24, 2001, pursuant to which and under the terms and conditions set forth therein, the Assignor assigned to the Assignee, and the Assignee purchased from the Assignor, all of the Assignor's right, title, and interest in and to Equipment Schedule No. 001, issued pursuant to the Master Rail Lease Agreement dated as of April 10, 2000 (collectively, the "Lease") between Assignor, as lessor, and IES Utilities Inc., as lessee ("Lessee").
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- D. This Memorandum may be executed in one or more counterparts each of which shall be deemed an original but all of which together shall constitute one and the same Memorandum.

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

ICX CORPORATION

By: _____

Name: _____

Title: _____

PNC LEASING, LLC

By: Michael J. Woodring

Name: Michael J. Woodring

Title: Vice President

STATE OF OHIO

COUNTY OF Stark

)
) SS:
)

On this _____ day of September 2001, before me personally appeared James T. Lovins, to me personally known, who being by me duly sworn, says that he is the Sr. Vice President of ICX Corporation (the "Company"), and that the foregoing instrument was executed on behalf of the Company by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Rene S. Tatka
Notary Public

Rene S. Tatka, Notary Public
State of Ohio - Stark County
My Commission Expires June 30, 2002

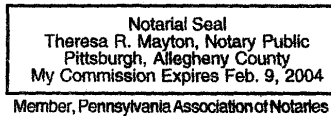
My commission expires June 30, 2002.

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF ALLEGHENY)

SS:

On this 21 day of September 2001, before me personally appeared Michael J. Haadring, to me personally known, who being by me duly sworn, says that he is the Vice President of PNC Leasing, LLC (the "Company"), and that the foregoing instrument was executed on behalf of the Company by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Theresa R. Mayton
Notary Public

My commission expires Feb 9, 2004.